

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION

Case number (if known) _____

Chapter 11☐ Check if this an amended filingOfficial Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name MADDD West 38 LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 81-2167829

4. Debtor's address Principal place of business

14605 Union Tpke
Flushing, NY 11367-3716

Number, Street, City, State & ZIP Code

Queens

County

Mailing address, if different from principal place of business

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **MADDD West 38 LLC**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☒ No☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **MADDD West 38 LLC**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*☐ Funds will be available for distribution to unsecured creditors.☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **MADDD West 38 LLC**
Name

Case number (if known)

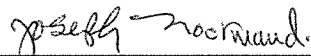
Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

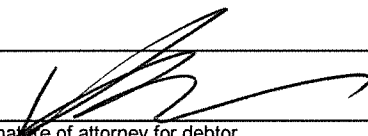
I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **December 28, 2016**
MM / DD / YYYY**X** 
Signature of authorized representative of debtor**By: Joseph Noormand**

Printed name

Title **Manager****18. Signature of attorney****X** 
Signature of attorney for debtorDate **December 28, 2016**
MM / DD / YYYY

Printed name

Goldberg Weprin Finkel Goldstein LLP
Firm name**1501 Broadway 22nd Floor**
New York, NY 10036
Number, Street, City, State & ZIP CodeContact phone **(212) 221-5700**

Email address

Bar number and State

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

-----X
In re:

Chapter 11

MADDD West 38 LLC,

Case No.

Debtor.
-----X

**DEBTOR'S DECLARATION
PURSUANT TO LOCAL BANKRUPTCY RULE 1007-2**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

JOSEPH NOORMAND, declares the following pursuant to 28 U.S.C. § 1746:

1. I am a manager of MADDD West 38 LLC (the "Debtor"). I submit this Declaration in accordance with Local Bankruptcy Rule 1007-2 in support of the Debtor's filing of a voluntary petition ("Petition") under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

2. The Debtor is the purchaser under a certain contract of sale, dated as of March 16, 2016, as amended (the "Contract"), to purchase vacant real property located at 402 West 38th Street, New York, New York (the "Property") from 402 West 38th Street Corp. (the "Seller") for a total purchase price of \$33,450,000, including total deposits of \$9,500,000 (collectively, the "Deposit").

3. The Contract is part of a relatively large-scale residential and commercial development project involving multiple adjoining parcels on Ninth Avenue in Manhattan, involving a total investment in excess of \$150 million.

4. The time to close on the Contract has been extended on multiple occasions, and currently expires on December 29, 2016 at 2:00 p.m. (New York time) (time of

the essence). The Contract was last amended in late November, 2016 to provide for the current closing date of December 29, 2016, based upon payment of an additional \$1.5 million deposit in early December.

5. The Debtor is most anxious to close; but is awaiting final resolution of a zoning issue involving an adjoining property, which is the last impediment before a closing can proceed. The Debtor has already conducted a “dry closing” with a proposed mortgage lender, G4 on December 20, 2016. Final resolution of the zoning issue was delayed due to the unavailability of certain individuals and lenders involved in the transaction because of the holiday season. The zoning issue is expected to be concluded shortly after the New Year. Nevertheless, and to the Debtor’s great disappointment, the Debtor has been unable to obtain a further extension of the closing from the Seller.

6. Indeed, over the last two months alone, the Debtor has funded \$3.5 million in additional deposits to gain various extensions, and was willing to fund another \$1 million deposit in return for a thirty day extension.

7. Unfortunately, the Debtor’s last request was rejected by the Seller this afternoon, necessitating this emergency filing to prevent the termination of the Contract by the Seller.

8. To date, \$9,500,000 has been borrowed and invested for the Deposit, all of which has already been released to the Seller, not to mention the Debtor’s payment and accrual of millions of dollars of other pre-development costs and expenses.

9. Under the circumstances, the Debtor is compelled to seek Chapter 11 relief to prevent a forfeiture of \$9.5 million deposit and preserve all of its rights under the Contract.

10. The Debtor remains absolutely committed to proceeding with a prompt closing, and believes that the bankruptcy filing will gain the Debtor the necessary additional time of sixty (60) days to close, as provided under 11 U.S.C. Section 108(b).

11. Within the next sixty (60) days, if not sooner, the Debtor has every intention to close and obtain the benefit of the Contract.

12. The Chapter 11 filing constitutes a proper use of the Bankruptcy Code. *See, In re Walden Ridge Development LLC*, 292 B.R. 58 (Bankr. NJ 2003); *In re New Breed Realty Enterprises, Inc.*, 278 B.R. 314 (Bankr. EDNY 2002); and *In re Empire Equities Capital Corp.*, 405 B.R. 687 (Bankr. SDNY 2009), which recognize the availability of the sixty (60) day extension under 11 U.S.C. §108(b) to real estate transactions.

13. The Debtor has invested substantial time, money and effort in connection with the project, all of which is now jeopardized by the Seller's refusal to provide a further extension of time to close.

Assets and Capital Structure

14. Pursuant to Bankruptcy Rule 1007(d), a list containing the names and addresses of the creditors holding the twenty (20) largest unsecured claims against the Debtor is attached to the Petition. The Debtor has no secured creditors.

15. The Debtor's assets consist of the Contract, its development rights thereunder and its rights to the Deposit.

16. All of the Debtor's books and records are maintained at 146-05 Union Turnpike, Flushing, New York 11367.

Dated: New York, New York
December 28, 2016

MADDD West 38 LLC

By: Joseph Noormand,
Name: Joseph Noormand
Title: Manager

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

-----X
In re:

Chapter 11

MADDD West 38 LLC,

Case No.

Debtor.
-----X

LIMITED LIABILITY COMPANY RESOLUTION

At a special meeting of the Company held on December 28, 2016 and upon
the unanimous consent of the member after motion duly made and carried, it was:

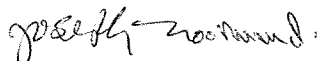
RESOLVED, that Joseph Noormand is herein designated as
the manager of the Debtor, and has due authority to execute a
bankruptcy petition under Chapter 11 of the United States
Bankruptcy Code on behalf of the Company and to cause the
filing thereof on behalf of the Company; and it is further

RESOLVED, that the Company is authorized to retain the
law firm of GOLDBERG WEPRIN FINKEL GOLDSTEIN
LLP, as bankruptcy counsel for the purpose of filing the
Chapter 11 petition on its behalf.

Dated: New York, New York
December 28, 2016

MADDD West 38 LLC

By:



Name: Joseph Noormand

Title: Manager

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

-----X

In re:

Chapter 11

MADDD West 38 LLC,

Case No.

Debtor.

-----X

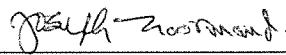
LIST OF EQUITY HOLDERS

503 Ninth Ave Bapaz LLC 100 %

Dated: New York, New York
December 28, 2016

MADDD West 38 LLC

By:



Name: Joseph Noormand

Title: Manager

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

-----X
In re:

Chapter 11

MADDD West 38 LLC

Case No.

Debtor.

-----X

RULE 7.1 CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Civil Procedure 7.1, MADDD West 38 LLC certifies that it is a private non-governmental party, and has no corporate parent, affiliates and/or subsidiaries which are publicly held.

Dated: New York, New York
December __, 2016

MADDD West 38 LLC

By: Joseph Noormand
Name: Joseph Noormand
Title: Manager

Fill in this information to identify the case:

Debtor name **MADDD West 38 LLC**
 United States Bankruptcy Court for the: **EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
325 Third Ave LLC PO Box 1036 Great Neck, NY 11023-0036		Loan				\$1,000,000.00
402 West 38th Street Corp. c/o Equity Residential 2 N Riverside Plz Ste 400 Chicago, IL 60606-2624		Balance of contract price				\$23,950,000.00
Bapaz Capital 5 LLC 14605 Union Tpke Flushing, NY 11367-3716		Loan				\$800,000.00
Gary Rosen, Esq. 1010 Northern Blvd Great Neck, NY 11021-5317		Fees				\$11,360.00
Jigoodi Jigoodi LLC 309 N Elm Dr Beverly Hills, CA 90210-4915		Loan				\$1,300,000.00
Karl Fischer Architect PLLC 530 Broadway Fl 9 New York, NY 10012-3920		Fees				\$16,000.00
Prime Equities 91 LLC 260 Gristmill Ln Great Neck, NY 11023-1838		Loan				\$500,000.00

Fill in this information to identify the case:Debtor name MADDD West 38 LLCUnited States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

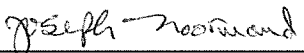
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets--Real and Personal Property*(Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property*(Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases*(Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule* _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 28, 2016

x

_____
Signature of individual signing on behalf of debtor**By: Joseph Noormand**_____
Printed name**Manager**_____
Position or relationship to debtor

Fill in this information to identify the case:Debtor name MADDD West 38 LLCUnited States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

☒ No. Go to Part 2.☐ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

☐ No. Go to Part 3.☒ Yes Fill in the information below.7. **Deposits, including security deposits and utility deposits**
Description, including name of holder of deposit8. **Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**
Description, including name of holder of prepayment8.1. 402 West 38th Street Corp.\$9,500,000.009. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$9,500,000.00**Part 3: Accounts receivable**

10. Does the debtor have any accounts receivable?

☒ No. Go to Part 4.☐ Yes Fill in the information below.**Part 4: Investments**

13. Does the debtor own any investments?

☒ No. Go to Part 5.☐ Yes Fill in the information below.

Debtor MADDD West 38 LLC
Name

Case number (if known) _____

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☐ No. Go to Part 10.
☒ Yes Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available).	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1. Contract to purchase real property at 402 W 38th St New York, NY 10018-2801, ,		\$33,450,000.00		\$33,450,000.00

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets.
Copy the total to line 88.

\$33,450,000.00

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☒ No
☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Debtor MADDD West 38 LLC
Name

Case number (If known) _____

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
☐ Yes Fill in the information below.

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.
☐ Yes Fill in the information below.

Debtor **MADDD West 38 LLC**
Name

Case number (if known)

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$0.00</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$9,500,000.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$0.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$33,450,000.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$9,500,000.00</u>	+ 91b. <u>\$33,450,000.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$42,950,000.00</u>

Fill in this information to identify the case:

Debtor name MADDD West 38 LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.

☐ Yes. Fill in all of the information below.

Fill in this information to identify the case:Debtor name MADDD West 38 LLCUnited States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

3.1	Nonpriority creditor's name and mailing address 325 Third Ave LLC PO Box 1036 Great Neck, NY 11023-0036 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$1,000,000.00</u>
3.2	Nonpriority creditor's name and mailing address 402 West 38th Street Corp. c/o Equity Residential 2 N Riverside Plz Ste 400 Chicago, IL 60606-2624 Date(s) debt was incurred <u>March 16, 2016</u> Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$23,950,000.00</u>
3.3	Nonpriority creditor's name and mailing address Bapaz Capital 5 LLC 14605 Union Tpke Flushing, NY 11367-3716 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$800,000.00</u>
3.4	Nonpriority creditor's name and mailing address Gary Rosen, Esq. 1010 Northern Blvd Great Neck, NY 11021-5317 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$11,360.00</u>

Debtor **MADDD West 38 LLC**
Name

Case number (if known)

3.5 Nonpriority creditor's name and mailing address**Jigoodi Jigoodi LLC****309 N Elm Dr
Beverly Hills, CA 90210-4915**

Date(s) debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is: *Check all that apply.***\$1,300,000.00**

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim:

Is the claim subject to offset? ☒ No ☐ Yes**3.6** Nonpriority creditor's name and mailing address**Karl Fischer Architect PLLC****530 Broadway Fl 9
New York, NY 10012-3920**

Date(s) debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is: *Check all that apply.***\$16,000.00**

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim:

Is the claim subject to offset? ☒ No ☐ Yes**3.7** Nonpriority creditor's name and mailing address**Prime Equities 91 LLC****260 Gristmill Ln
Great Neck, NY 11023-1838**

Date(s) debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is: *Check all that apply.***\$500,000.00**

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim:

Is the claim subject to offset? ☒ No ☐ Yes**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2
 Lines 5a + 5b = 5c.

Total of claim amounts
 5a. \$ **0.00**
 5b. + \$ **27,577,360.00**

5c. \$ **27,577,360.00**

Fill in this information to identify the case:Debtor name MADDD West 38 LLCUnited States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.1. State what the contract or lease is for and the nature of the debtor's interest

Contract to purchase certain real property located at 402 West 38th Street, New York, New York

State the term remaining

List the contract number of any government contract _____

**402 West 38th Street Corp.
Equity Residential
2 N Riverside Plz # 400
Chicago, IL 60606-2624**

Fill in this information to identify the case:Debtor name MADDD West 38 LLCUnited States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- ☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor*

Name	Mailing Address	Name	Check all schedules that apply:
2.1 _____	Street _____ _____ City _____ State _____ Zip Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2 _____	Street _____ _____ City _____ State _____ Zip Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3 _____	Street _____ _____ City _____ State _____ Zip Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4 _____	Street _____ _____ City _____ State _____ Zip Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:Debtor name MADDD West 38 LLCUnited States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets**1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property:
Copy line 88 from *Schedule A/B*..... \$ 33,450,000.00

1b. Total personal property:
Copy line 91A from *Schedule A/B*..... \$ 9,500,000.00

1c. Total of all property:
Copy line 92 from *Schedule A/B*..... \$ 42,950,000.00

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
Copy the total dollar amount listed in Column A Amount of claim, from line 3 of *Schedule D*..... \$ 0.00

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:
Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ 0.00

3b. Total amount of claims of nonpriority amount of unsecured claims:
Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ 27,577,360.00

4. Total liabilities
Lines 2 + 3a + 3b \$ 27,577,360.00

**United States Bankruptcy Court
Eastern District of New York, Brooklyn Division**

IN RE:

Case No. _____

MADDD West 38 LLCChapter 11

Debtor(s)

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s) or attorney for the debtor(s) hereby verify that the attached matrix (list of creditors) is true and correct to the best of their knowledge.

Date: December 28, 2016

By Joseph M. Hoffman Manager
Debtor

Joint Debtor

Attorney for Debtor

325 Third Ave LLC
PO Box 1036
Great Neck, NY 11023-0036

402 West 38th Street Corp.
Equity Residential
2 N Riverside Plz # 400
Chicago, IL 60606-2624

402 West 38th Street Corp.
c/o Equity Residential
2 N Riverside Plz Ste 400
Chicago, IL 60606-2624

Bapaz Capital 5 LLC
14605 Union Tpke
Flushing, NY 11367-3716

Gary Rosen, Esq.
1010 Northern Blvd
Great Neck, NY 11021-5317

Jigoodi Jigoodi LLC
309 N Elm Dr
Beverly Hills, CA 90210-4915

Karl Fischer Architect PLLC
530 Broadway Fl 9
New York, NY 10012-3920

Prime Equities 91 LLC
260 Gristmill Ln
Great Neck, NY 11023-1838